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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 16687 FILED 16687
APR 24 '98 11-25AM

April 24, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No. 8 to Rail Trust 89-5, dated March 17, 1998, and Security Agreement and Trust Indenture to Rail Trust 89-5, Supplement No. 7, dated March 17, 1998.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16687.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 8

Lessor: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: GE Capital Railcar Associates, Inc.
33 West Monroe Street
Chicago, Illinois 60603

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 24 11 25 AM '98

Counter Part

Mr. Vernon A Williams
April 24, 1998
Page 2

Security Agreement and Trust Indenture
Supplement No. 7

Owner Trustee.	First Security Bank, N A. 79 South Main Street Salt Lake City, Utah 84111
Indenture Trustee.	First Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

ROBERT W. ALVORD
ALVORD AND ALVORD
918 SIXTEENTH ST., NW., STE. 200
WASHINGTON, DC , 20006-2973

DATE 4/24/98

DEAR SIR:

THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

AND 49 CFR 1177.3 (C), ON AT 4/24/98 , 11 25 AM

ASSIGNED RECORDATION NUMBER(S) 16126- L, 16126-M, 16127--P, 16127-Q, 16129-O, 16129-P, 16687-M, ✓
✓ 16687- N, 16688-Q AND 16688- R

SINCERELY YOURS

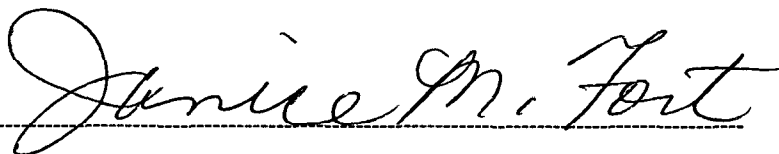

VERNON A. WILLIAMS
SECRETARY

ENCLOSURE(*S)

260 00

\$-----THE AMOUNT INDICATED AT THE LEFT HAS BEEN RECEIVED IN PAYMENT OF A FEE IN CONNECTION WITH A DOCUMENT FILED ON THE DATE SHOWN THIS RECEIPT IS ISSUED FOR THE AMOUNT PAID IN THE EVENT OF AN ERROR OR ANY QUESTIONS CONCERNING THIS FEE, YOU WILL RECEIVE NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE



**SECURITY AGREEMENT AND TRUST INDENTURE
TO RAIL TRUST 89-5**

SUPPLEMENT NO. 7

RECORDATION NO. 16687-N.

FILED

APR 24 '98

11-25AM

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT

NO. 7 ("TRUST INDENTURE SUPPLEMENT NO. 7") between FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A. in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-5, and FIRST TRUST NATIONAL ASSOCIATION, a national banking association (the "Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the "Trust Indenture") as supplemented, dated as of December 14, 1989, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section December 28, 1989 and given Recordation No. 16687-B; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of ITEL Rail Corporation certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989 and given Recordation No. 16687, and

WHEREAS, the Equipment Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of the Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.

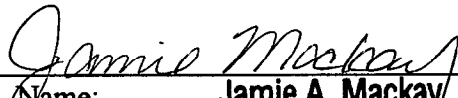
2. The Trust Indenture is hereby supplemented as follows:

(i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1997
December 31, 1997.

3. This Trust Indenture Supplement No. 7 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 7, and any party hereto may execute this Trust Indenture Supplement No 7 by signing one or more counterparts

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused the this Trust Indenture Supplement No 7 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-5

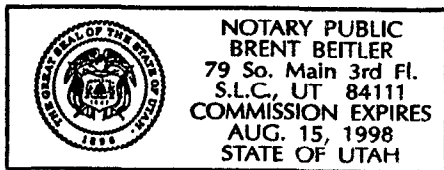
By: 
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: 3/17/98

FIRST TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 17th day of March, 1998, before me personally appeared
Jamie A. Mackay, personally known to me to be the person who executed
this instrument as Assistant Trust Officer of FIRST SECURITY
BANK, N.A. and acknowledged to me that the corporation executed it.



A handwritten signature in dark ink, appearing to be "Brent Beidler", written over a horizontal line.

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1998, before me personally appeared
_____, personally known to me to be the person who executed
this instrument as _____ FIRST TRUST NATIONAL
ASSOCIATION, and acknowledged to me that the corporation executed it.

Notary Public

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused the this Trust Indenture Supplement No. 7 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-5

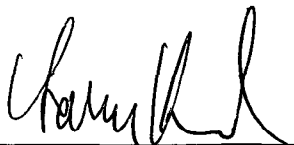
By: _____

Name:

Title:

Date:

FIRST TRUST NATIONAL ASSOCIATION
as Indenture Trustee

By:  _____

Name: LARRY KUSCH

Title: Asst. Vice President

Date: 3/12/98

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

SS

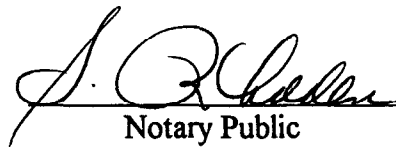
On this ____ day of _____, 1998, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A. and acknowledged to me that the corporation executed it.

Notary Public

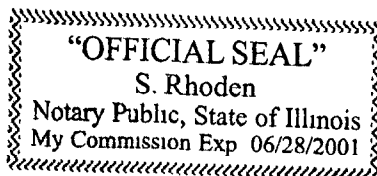
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS

On this 12th day of March, 1998, before me personally appeared LARRY KUSCH, personally known to me to be the person who executed this instrument as Asst. Vice President FIRST TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.



Notary Public



SCHEDULE A

<u>OLD MARK</u>	<u>OLD NUMBER</u>	<u>NEW MARK</u>	<u>NEW NUMBER</u>
TCWR	020134	USLX	020416
TCWR	020136	USLX	020449
TCWR	020137	USLX	020455
TCWR	020138	USLX	020470
TCWR	020139	USLX	020474